

ZEICHNER ELLMAN & KRAUSE LLP
575 Lexington Avenue
New York, NY 10022
Telephone: (212) 223-0400
Facsimile: (212) 753-0396
Stuart A. Krause, Esq. (SK-3847)
Bryan D. Leinbach, Esq. (BL-7782)
Attorneys for Toyota Tsusho America, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DANA CORPORATION, et al.,

Debtors.

Chapter 11

Case No.: 06-10354 (BRL)

(Jointly Administered)

**DESIGNATION OF RECORD AND STATEMENT OF
ISSUES ON APPEAL PURSUANT TO BANKRUPTCY RULE 8006 BY
APPELLANT TOYOTA TSUSHO AMERICA, INC., IN CONNECTION WITH
ITS APPEAL OF THE ORDER ENTERED ON APRIL 26, 2007 BY
BANKRUPTCY JUDGE BURTON R. LIFLAND VALUING RECLAMATION
CLAIMS FILED IN THE DEBTORS' CHAPTER 11 CASES AT ZERO**

RECORD ON APPEAL

Appellant Toyota Tsusho America, Inc. ("TAI") designates the following documents for inclusion in the record on appeal:

1. Motion to Authorize / Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362 and 546(c) of the Bankruptcy Code and Bankruptcy Rule 9019(b), for an Order: (A) Establishing Procedures for Resolving Reclamation Claims Asserted Against the Debtors and (B) Granting Certain Related Relief

filed by Corinne Ball on behalf of Dana Corporation. (Entered: 03/03/2006) – **Docket No. 22.**

2. Motion to Borrow / Motion of Debtors and Debtors in Possession for (I) an Interim Order Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001 and 9014 and (II) Interim and Final Orders Authorizing Them to (A) Obtain Postpetition Financing Pursuant to Sections 105, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) and 507 of the Bankruptcy Code; (B) Utilize Cash Collateral Pursuant to Section 363 of the Bankruptcy Code; and (C) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Sections 361, 362, 363 and 364 of the Bankruptcy Code filed by Corinne Ball on behalf of Dana Corporation. (Attachments: # 1 Exhibit A-Form of Proposed Order# 2 Exhibit B-Credit Agreement Part 1# 3 Exhibit B-Credit Agreement Part 2# 4 Exhibit B-Credit Agreement Part 3# 5 Exhibit B-Credit Agreement Part 4# 6 Exhibit C-Miller Declaration). (Entered: 03/03/2006) – **Docket No. 30.**

3. Interim Order signed on March 3, 2006 (I) Authorizing Debtors To (a) Obtain Postpetition Secured Financing Pursuant To 11 U.S.C. Sections 105(A), 361, 362, 363, 364(C)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) And 507 And Fed. Bankr. P. 2002, 4001 And 9014 And (B) Utilize Cash Collateral Pursuant To 11 U.S.C. Section 363, (II) Granting Adequate Protection To Prepetition Secured Parties Pursuant To 11 U.S.C. Section 361, 362, 363 And 364 And (III) Scheduling A Final Hearing Pursuant To Bankruptcy Rules 4001(b), 4001(c) And 4001(d). (related document(s)30) With Final hearing to be held on 3/29/2006 at 10:00 AM at Courtroom 623 (BRL). (Entered: 03/03/2006) – **Docket No. 55.**

4. Order signed on March 6, 2006 (A) Establishing Procedures for Resolving Reclamation Claims Asserted Against the Debtors and (B) Granting Certain Related Relief. (Entered: 03/06/2006) – **Docket No. 82.**

5. Reclamation of Claim */Notice of reclamation of Demand* filed by Stuart A. Krause on behalf of Toyota Tsusho America, Inc. (Attachments: # 1 Exhibit A# 2 Exhibit B) (Entered: 03/22/2006) – **Docket 517.**

6. Final Order signed on 3/29/2006 (I) Authorizing Debtors To (A) Obtain Postpetition Secured Financing Pursuant To 11 U.S.C. Sections 105(a), 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) And 507 And Fed. R. Bankr. P. 2002, 4001 And 9014 And (B) Utilize Cash Collateral Pursuant To 11 U.S.C. Section 363, And (II) Granting Adequate Protection To Prepetition Secured Parties Pursuant To 11 U.S.C. Sections 361, 362, 363 And 364 (Related Doc # 30, 55). (Entered: 03/29/2006) – **Docket No. 721**

7. Statement/Debtors' Notice of Reconciled Reclamation Claims Under Amended Final Order, Pursuant to Sections 105(a), 362 and 546(c) of the Bankruptcy Code and Bankruptcy Rule 9019(b): (A) Establishing Procedures for Resolving Reclamation Claims Asserted Against the Debtors and (B) Granting Certain Related Relief (related document(s)724) filed by Corinne Ball on behalf of Dana Corporation. Objections due by 7/31/2006. (Entered: 06/30/2006) - **Docket No. 1650.**

8. *Objection to debtors' notice of reconciled reclamation claims under amended final order* (related document(s)1650) filed by Stuart A. Krause on behalf of

Toyota Tsusho America, Inc. (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Certificate of Service) (Entered: 08/11/2006) – **Docket No. 2848**.

9. Motion to Authorize /Motion of Debtors and Debtors in Possession, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 7042 and 9014, for an Order: (I) Bifurcating Consideration of Issues Relating to Reclamation Claims; (II) Establishing a Briefing Schedule for Consideration of Certain Common Issues; and (III) Granting Certain Related Relief, together with the Notice of Hearing thereto filed by Corinne Ball on behalf of Dana Corporation, with hearing to be held on October 11, 2006 at 10:00 AM at Courtroom 623 (BRL) Responses due by 10/3/2006. (Entered: 09/20/2006) - **Docket No. 3612**.

10. Order signed on October 13, 2006 Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 7042 and 9014: (I) Bifurcating Consideration of Issues Relating to Reclamation Claims; (II) Establishing a Briefing Schedule for Consideration of Certain Common Issues; and (III) Granting Certain Related Relief; with Prior Lien Defense Hearing to be Held on February 28, 2007 at 10:00 a.m. Eastern Time. (Related Doc # 3612). (Entered: 10/13/2006) – **Docket No. 3865**.

11. Memorandum of Law *Initial Brief of Debtors and Debtors in Possession In Support of Prior Lien Defense to Reclamation Claims* (related document(s)3865) filed by Robert J. Feinstein on behalf of Conflicts' Counsel for Dana Corporation. (Attachments: # 1 Exhibit A- Five Year Credit Agreement# 2 Exhibit A- Amendment 1# 3 Exhibit A- Amendment 2# 4 Exhibit A - Amendment and Waiver 3# 5 Exhibit A- Waiver 1# 6 Exhibit A- Waiver 2# 7 Exhibit B- Security Agreement# 8 Exhibit

C- Interim DIP Order# 9 Exhibit D- DIP Facility# 10 Exhibit D Exhibits to DIP Facility# 11 Exhibit D- Schedules to DIP Facility# 12 Exhibit E -Final DIP Order# 13 Exhibit F- Payoff Letter) (Entered: 10/23/2006) – **Docket No. 3939**.

12. *Objection to initial brief of debtors and debtors in possession in support of the prior lien defense to reclamation claims* filed by Stuart A. Krause on behalf of Toyota Tsusho America, Inc. (Entered: 01/26/2007) – **Docket No. 4642**.

13. *Opposition Brief /Brief of the Timken Company, Timken U.S. Corp., Toyotetsu America, Inc., Toyotetsu Mid America LLC in Opposition to Debtors? Assertion of a Prior Lien Defense to Reclamation Claims* (related document(s)3939) filed by James M. Sullivan on behalf of The Timken Corporation, Toyotetsu America, Inc., Toyotetsu Mid America, LLC. (Attachments: # 1 Certificate of Service) (Entered: 01/26/2007) – **Docket No. 4637**.

14. *Declaration /Declaration of James M. Sullivan in Support of Brief of the Timken Company, Timken U.S. Corp., Toyotetsu America, Inc., Toyotetsu Mid America LLC in Opposition to Debtors? Assertion of a Prior Lien Defense to Reclamation Claims* (related document(s)3939, 4637) filed by James M. Sullivan on behalf of The Timken Corporation, Toyotetsu America, Inc., Toyotetsu Mid America, LLC. (Attachments: # 1 Exhibit 1# 2 Exhibit 2# 3 Exhibit 3# 4 Certificate of Service) (Entered: 01/26/2007) – **Docket No. 4639**.

15. *Memorandum of Law /Daido Metal Bellefontaine LLC's Corrected Memorandum of Law in Opposition to Debtors' Arguments of a "Prior Lien Defense" to*

Reclamation Claims, dated January 29, 2007 (related document(s)4622, 3939) filed by Lindsee Paige Granfield on behalf of Daido Metal Bellefontaine LLC. (Attachments: # 1 Blackline Memorandum of Law) (Entered: 01/29/2007) – **Docket No. 4649**.

16. Response *Reply Brief of Debtors and Debtors In Possession In Support of Prior Lien Defense to Reclamation Claims* (related document(s)3865) filed by Robert J. Feinstein on behalf of Conflicts' Counsel for Dana Corporation. with hearing to be held on 2/28/2007 at 10:00 AM at Courtroom 623 (BRL) (Entered: 02/16/2007) – **Docket No. 4766**.

17. Written Opinion/Memorandum Decision signed on April 19, 2007 Regarding Reclamation Claims Under Section 546(c) of the BAPCPA (related document(s)3612). (Entered: 04/19/2007) - **Docket No. 5136**.

18. Order Signed on April 25, 2007 Valuing Reclamation Claims Filed in The Debtors' Chapter 11 Cases at Zero. (related document(s)5136) (Entered: 04/26/2007) - **Docket No. 5175**.

ISSUES ON APPEAL

Appellant states the issues on appeal are as follows:

1. Whether the Court erred when it held that all unresolved reclamation claims identified by the Debtors in the Reclamation Notice were deemed to be finally reconciled and established at a value of \$0.00, pursuant to Judge Lifland's

Memorandum Decision Regarding Reclamation Claims under Section 546(c) of the BAPCPA, dated April 19, 2007.

2. Whether the Court erred in holding that the Interim DIP Order and Final DIP Order were founded on good faith and fair dealing.

Dated: New York, New York
May 14, 2007

Respectfully Submitted,

ZEICHNER ELLMAN & KRAUSE LLP
Attorneys for Toyota Tsusho America, Inc.

By: 

Stuart A. Krause, Esq. (SK-3847)
Bryan D. Leinbach, Esq. (BL-7782)
575 Lexington Avenue
New York, New York 10022
Telephone: (212) 223-0400

STATE OF NEW YORK,
COUNTY OF NEW YORK.

CERTIFICATE OF SERVICE

Michael W. Antonivich, certifies pursuant to 28 U.S.C 1746 under penalty of perjury, that on the 14th day of May, 2007, I served a true copy of the within **DESIGNATION OF RECORD AND STATEMENT OF ISSUES ON APPEAL PURSUANT BANKRUPTCY 8006 BY APPELLANT TOYOTA TSUSHO AMERICA, INC. IN CONNECTION WITH ITS APPEAL OF THE ORDER ENTERED ON APRIL 26, 2007 BY BANKRUPTCY JUDGE BURTON R. LIFLAND REGARDING THE MOTION VALUING RECLAMATION CLAIMS FILED IN THE DEBTORS' CHAPTER 11 CASES AT ZERO** upon the attorneys hereinafter named at the places hereinafter stated by depositing the same, properly enclosed in a post-paid, properly addressed wrappers, into the exclusive care and custody of a depository maintained and controlled by the U.S. Post Office for delivery by first class mail to said attorneys at their last known addresses given below:

Corinne Ball, Esq.
Richard H. Engman, Esq.
JONES DAY
222 East 41st Street
New York, New York 10017

Heather Lennox, Esq.
Carl E. Black, Esq.
Ryan T. Routh, Esq.
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114

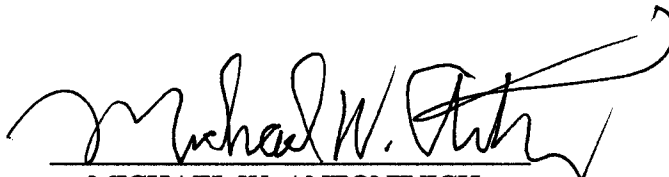
Jeffrey B. Ellman, Esq.
JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309-3053
(404) 521-3939

Dean A. Ziehl, Esq.
Robert J. Feinstein, Esq.
Debra I. Grassgreen, Esq.
PACHULSKI STANG ZIEHL YOUNG
JONES & WEINTRAUB LLP
780 Third Avenue, 36th Floor
New York, New York 10017-2024
(212) 561-7700

James M. Sullivan, Esq.
Gary O. Ravert, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, New York 10173-1922
(212) 547-5477

Lindsee P. Granfield, Esq.
Marc Grey, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006

Dated: May 14, 2007



MICHAEL W. ANTONIVICH